

CHARLESTON NAVAL BASE HISTORICAL TRUST GOVERNING BOARD BYLAWS

MISSION STATEMENT

The Charleston Naval Base Historical Trust (CNB Historical Trust) and its Governing Board are established for the purpose of preserving and rehabilitating the historic structures of the Charleston Naval Hospital (CNH) and the United States Marine Corps (USMC) Barracks at the Charleston Naval Base.

NAME

1. The official name of the CNB Historical Trust is the “Charleston Naval Base Historical Trust.” The official name of the Governing Board is the “Charleston Naval Base Historical Trust Governing Board.”

MEMBERSHIP

2. A. In accordance with the CNB Historical Trust agreement dated _____, _____, 2019 (Agreement), as well as the Memorandum of Agreement (MOA) by and between the United States Army Corps of Engineers, Charleston District, Federal Railroad Administration, Palmetto Railways, a division of the South Carolina Department of Commerce, Advisory Council on Historic Preservation, the Muscogee (Creek) Nation, and the South Carolina State Historic Preservation Officer (SHPO) regarding the Navy Base Intermodal Facility Project in Charleston County, South Carolina, the membership of the CNB Historical Trust consists, as of the date of its establishment, of the following entities, represented on the CNB Historical Trust Governing Board through the appointment of one representative each: ~~one representative of~~ the City of North Charleston, ~~one representative of~~ each concurring party of the MOA, including Historic Charleston Foundation (HCF), Preservation Society of Charleston (Preservation Society), and the Naval Order of the United States, Charleston Commandery (Naval Order), ~~one representative of~~ the Charleston Naval Complex Redevelopment Authority (RDA), ~~one representative of~~ Palmetto Railways, and ~~one representative of~~ SHPO (collectively, Initial Members).

B. Any individual initial representative of the Initial Members of the Governing Board may, by written instrument, signed and acknowledged, resign his or her position. Upon the resignation or death of any individual representative, the member entity for whom the resigning or deceased individual represented shall designate a successor representative. Each of the member entities to this Agreement may at any time replace the individual designated as its representative on the Governing Board by submitting written notice to the Governing Board. Any successor individual representative shall succeed to all of the powers, authorities, rights, discretions, immunities, estates, titles, duties and obligations of a member representative, without the necessity of any conveyance or the taking of any action whatsoever.

BC. Any of the Initial Members of the Governing Board may, by written instrument, signed and acknowledged, resign its seat on the Governing Board. Under such circumstances, no replacement entity shall be named as a member to fill such resigned seat of the Governing Board, and the vote of the resigning member shall not be apportioned amongst the remaining members of the Governing Board. No such Initial Member of the Governing Board that has resigned shall have any continuing obligations or liabilities to the CNB Historical Trust whatsoever, or any claims to any funds remaining in the Bank Account of the Trust or disposition thereof.

GENERAL POWERS

3. Except as limited by the terms of the Agreement, which document created the CNB Historical Trust, along with the within Bylaws, the Governing Board shall have all powers granted by law and shall be responsible for and may take such actions as are required to assure the effective day-to-day operation of the CNB Historical Trust.

OFFICERS

4. A. The officers of the Governing Board may consist of a chairperson, a vice chairperson, and a secretary, as deemed necessary by a majority of the members of the Governing Board.

B. The chairperson, vice chairperson and secretary may be elected at a regularly scheduled meeting or a special meeting called for that purpose, for a term set by the Governing Board.

MEETINGS

5. A. The Governing Board shall meet upon the call of its chairperson. The Governing Board will meet as necessary to carry out its mission and obligations at such location within the State as the chairperson may designate. Any or all members may attend and participate in a meeting by, or conduct the meeting through the use of, telephone or other electronic communication by which all members participating may simultaneously hear each other and communicate with each other during the meeting. A member participating in a meeting by this means is deemed to be present in person at the meeting. A member participating in a meeting by telephone or other electronic communication may vote by telephonic or electronic voice vote on any matters or business before the Governing Board. A voting member may participate in Executive Session by telephone or other electronic means provided the participant provides assurance to the Governing Board, reflected in the minutes of the meeting before or after the Executive Session, that no uninvited person is or was present and able to listen to the Executive Session portion of the meeting.

B. A majority of voting members of the Governing Board, including those members voting by proxy, whether present in the meeting room or present via telephone or other electronic communication, shall constitute a quorum for the transaction of Governing Board business. If less than a majority of members of the Governing Board is present at

any meeting, a majority of the members present may fix the time in which to adjourn, recess, or take measures to obtain a quorum. A proxy may be used for purposes of determining the presence of a quorum.

C. Governing Board business shall be carried out at regular or special meetings upon a simple majority vote of those present, provided there is a quorum. Each member of the Governing Board shall have one vote on all matters coming before the Board. If the vote of the majority of the voting members constituting a quorum, whether present in the meeting room or present via telephone or other electronic communication, results in a tie, the vote fails.

D. In the event a voting member is unable to attend a meeting, he or she may designate another member to act as a proxy. Voting by proxy is authorized only under the following conditions:

(1) The proxy must be in writing and:

- (a) state that it is general and shall apply to any and all matters that may come before the Governing Board and that the member to whom the proxy is given may vote that proxy as he or she deems appropriate; or
- (b) state the specific issue(s) for which the proxy is given and shall specify the vote that is to be cast on that issue(s).

(2) A proxy is valid for one Governing Board meeting.

E. The chairperson will preside at all Governing Board meetings; in the chairperson's absence, the vice chairperson will assume such duties. In the absence of both chairperson and vice chairperson, the members present shall, by a simple majority vote, appoint one of their numbers to preside, provided a quorum is present. The chairperson or presiding member of any duly convened meeting shall retain the right to vote on any business coming before the Governing Board, notwithstanding their duties as chairperson.

F. Agendas for Governing Board meetings will be prepared by the chairperson with input from the members, as the need may arise. Any member may request that a specific matter be placed on the agenda for consideration. Copies of proposed agendas will be sent to each member before every meeting.

G. The Governing Board may use the rules of order contained in the most recently revised Robert's Rules of Order as a guide in conducting their meetings in all cases to which they apply and in which they are not inconsistent with state law, these bylaws, or any special rules of order which the Governing Board may adopt. Robert's Rules of Order shall not be binding on the Governing Board, but rather, such rules of order will be construed to promote the orderly and efficient conduct of business and to avoid procedural complexity that may delay or hinder the taking of action required by law or advisable in the prudent discharge of the Governing Board's duties.

DRAFT FOR REVIEW PURPOSES ONLY
ATTORNEY WORK PRODUCT

H. The secretary, or in the absence of a secretary the chairperson, shall produce an accurate account of all Governing Board meetings.

COMMITTEES

6. A. By a simple majority vote, committees, either standing or select, may be established as needed to attend to any matters relevant to the Governing Board's powers or purpose. Such committees may, likewise, be disbanded by a simple majority vote of the Governing Board.
- B. Membership of each committee shall consist of a committee chairperson and at least two other members, all appointed by the Governing Board chairperson.
- C. A committee shall meet as requested by its chairperson, who is also responsible for preparing the committee's meeting agenda and making the committee's reports to the Governing Board.
- D. A simple majority of committee members shall constitute a quorum for conducting committee business.

RELEASE OF INFORMATION

7. Information concerning the Governing Board's business or negotiations shall be released only by the chairperson or someone else specifically designated by the Governing Board, and consistent with the Freedom of Information Act to the extent applicable.

CONFLICT OF INTEREST

8. Members shall address real or apparent conflicts of interest as dictated by the guidelines set forth by the South Carolina State Ethics Act.

AMENDMENTS

9. These bylaws may be amended by a two-thirds majority vote, at any meeting of the Governing Board at which a quorum is present. However, such changes must be proposed at the Governing Board meeting prior to that at which they are voted upon, and all members absent from such meeting must immediately be notified, in writing, of the proposed changes.